

IC 27-15-5

Chapter 5. Voting on the Plan by Members

IC 27-15-5-1

Submission of plan to vote

Sec. 1. The proposed plan of conversion and amendment to the articles of incorporation of the converting mutual shall be submitted to a vote of the members of the converting mutual, as provided in IC 27-1-8-3 and in this chapter.

As added by P.L.94-1999, SEC.3.

IC 27-15-5-2

Time of meeting

Sec. 2. The meeting of members shall be held not later than ninety (90) days after the later of:

- (1) the issuance of the commissioner's order approving the conversion; or
- (2) the final resolution of an appeal of that decision under this article.

As added by P.L.94-1999, SEC.3.

IC 27-15-5-3

Notice of opportunity to vote; form and content

Sec. 3. (a) The members of the converting mutual entitled to vote on the plan of conversion and the amendment to the articles of incorporation shall be given written notice of their opportunity to vote. The notice shall be accompanied by explanatory information concerning the conversion and may be accompanied by proxy solicitation materials.

(b) The form and content of the notice, explanatory information, and any proxy solicitation materials must be provided to the commissioner not less than twenty (20) business days before they are mailed to the members, and the commissioner shall approve or disapprove the form and content of the notice, explanatory materials, and any proxy solicitation materials within fifteen (15) business days after their submission to the commissioner.

(c) The notice and explanatory materials must include the following:

- (1) Reference to the applicable statutory provisions.
- (2) The date, time, and location of the meeting.
- (3) A brief statement of the subject of the meeting.
- (4) A copy of the plan of conversion and a summary of the plan.
- (5) A copy of the amendment to the articles of incorporation and a summary of the amendment.
- (6) A description of the member's right to attend and participate in the meeting.
- (7) The definition of the term "eligible member".
- (8) A statement that no member will receive consideration as a result of the conversion unless the member continues to be a member of the converting mutual on the effective date of the

conversion.

(9) For each form of consideration, a description of the nature and amount of consideration that will be provided to the eligible members upon completion of the conversion and, if reasonably ascertainable by the converting mutual, a description of the nature and amount or approximate amount of consideration to be provided to the particular member to whom the notice is addressed.

As added by P.L.94-1999, SEC.3.

IC 27-15-5-4

Notice of opportunity to vote; Flesch reading ease score; mailing

Sec. 4. The notice described in section 3 of this chapter:

- (1) must achieve a minimum score of forty (40) on the Flesch reading ease test or an equivalent score on a comparable test approved by the commissioner;
- (2) shall be mailed, or provided by some other method or methods as may be approved by the commissioner, not less than thirty (30) days before the date of the meeting of members to vote on the plan of conversion and amendment to the articles of incorporation; and
- (3) may be combined with any other notices, materials, or information.

As added by P.L.94-1999, SEC.3.

IC 27-15-5-5

Members entitled to vote

Sec. 5. (a) Only members of the converting mutual as of both:

- (1) the date the converting mutual's board of directors adopted the resolution proposing the plan of conversion and the amendment to the articles of incorporation; and
- (2) the record date for the members' meeting established by the board of directors;

are entitled to vote on the proposed plan of conversion and the amendment to the articles of incorporation of the converting mutual.

(b) Each member is entitled to cast only one (1) vote, irrespective of the number or value of policies held, unless the converting mutual's articles of incorporation provide otherwise.

As added by P.L.94-1999, SEC.3.

IC 27-15-5-6

Proxy voting

Sec. 6. Notwithstanding IC 27-1-7-9, a member may vote by proxy only if:

- (1) the proxy was solicited and obtained from the member for the express purpose of voting on the plan of conversion and the amendment to the articles of incorporation; and
- (2) the proxy solicitation materials were provided to and approved by the commissioner before they were mailed or provided to the member.

As added by P.L.94-1999, SEC.3.

IC 27-15-5-7

Vote required for approval

Sec. 7. The proposed plan of conversion and amendment to the converting mutual's articles of incorporation shall be approved by the members upon receiving the affirmative votes of:

- (1) at least two-thirds ($2/3$) of the members voting at the meeting; and
- (2) if the plan provides for different classes, categories, or groups of eligible members to receive different forms of consideration, other than as permitted by IC 27-15-8-4(b)(2) or IC 27-15-12, at least two-thirds ($2/3$) of the members voting at the meeting who would receive each different form of consideration, voting as a class.

As added by P.L.94-1999, SEC.3.